

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(Eastern Division)

In re:)	
)	
WOMEN'S APPAREL GROUP, LLC)	Chapter 11
)	Case No. 11-16217 (JNF)
Debtor.)	
)	

**DEBTOR'S NOTICE OF FILING PROPOSED
FINAL ORDER AUTHORIZING (A) SECURED POST-PETITION
FINANCING PURSUANT TO 11 U.S.C. §§ 105, 361, 362, AND 364(c)
AND (d); (B) GRANTING SECURITY INTERESTS, SUPERPRIORITY
CLAIMS AND ADEQUATE PROTECTION; AND (C) USE OF CASH COLLATERAL**

PLEASE TAKE NOTICE that, pursuant to the Court's August 19, 2011 Order (Docket No. 281), Debtor Women's Apparel Group, LLC (the "Debtor") hereby files its proposed Final Order Authorizing (A) Secured Post-Petition Financing Pursuant To 11 U.S.C. §§ 105, 361, 362, and 364(c) and (d); (B) Granting Security Interests, Superpriority Claims And Adequate Protection; And (C) Use Of Cash Collateral (**Exhibit A** hereto) and, for informational purposes only, a red-line against the proposed Final Order filed on August 18, 2011 as an exhibit to the Joint Motion Of The Debtor, The Creditors' Committee And Dip Lender To Reconsider, Or In The Alternative, To Stay August 18, 2011 Order (Docket # 275) (**Exhibit B** hereto).

NOTICE

The Debtor has or will serve this document and its attachments on the Office of the United States Trustee, the Creditor's Committee, and all parties who have filed a notice of appearance in this case. The Debtor submits that such service provides sufficient notice in light of the nature of the relief requested and requests that the Court approve such notice.

Dated: August 21, 2011

Respectfully submitted,

WOMEN'S APPAREL GROUP, INC.,
Debtor

By proposed counsel to Debtor and Debtor-
in-Possession,

/s/ Richard S. Rosenstein

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 21st day of August, 2011, a copy of the foregoing document filed by Richard Rosenstein, Esq. and the law firm of Nutter, McClennen & Fish, LLP in the captioned matter was served either by ECF upon the parties on the attached service list (for registered participants as identified on the Notice of Electronic Filing (NEF)) or e-mail (for non-registered participants).

/s/ Richard S. Rosenstein

Dated: August 21, 2011

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